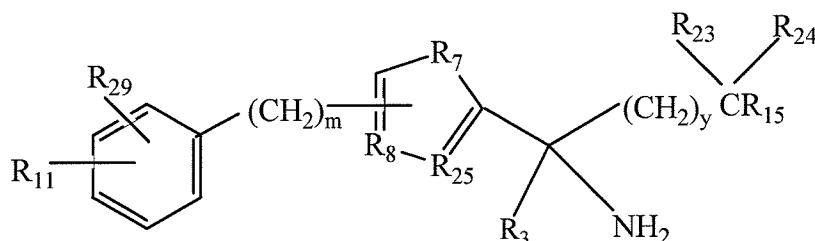


### Pending Claims

A complete list of all claims under examination is set out below. Please amend claims 11, 16, 31, 32, and 51.

1 - 10. (cancelled).

11. (Currently amended) A ~~The compound of claim 50~~ of the formula:



wherein

$R_{11}$  is  $C_5$ - $C_{18}$  alkyl,  $C_5$ - $C_{18}$  alkenyl,  $C_5$ - $C_{18}$  alkynyl,  $C_5$ - $C_{18}$  alkoxy,  $C_1$ - $C_{10}$  alkyl( $C_5$ - $C_6$  aryl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkyl( $C_5$ - $C_6$  heteroaryl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkyl( $C_5$ - $C_6$  cycloalkyl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkoxy( $C_5$ - $C_6$  aryl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkoxy( $C_5$ - $C_6$  heteroaryl) $R_{20}$  or  $C_1$ - $C_{10}$  alkoxy( $C_5$ - $C_6$  cycloalkyl) $R_{20}$ ;

wherein  $R_{20}$  is H or  $C_1$ - $C_{10}$  alkyl;

$p$  and  $q$  are integers independently ranging from 1 to 10;

$R_{29}$  is H, halo,  $C_1$ - $C_{12}$  alkyl,  $C_2$ - $C_{12}$  alkenyl,  $C_2$ - $C_{12}$  alkynyl, or  $C_1$ - $C_{12}$  alkoxy;

~~$R_7$  and  $R_8$  are independently~~  $R_7$  and  $R_8$  are independently is O, S, or  $NR_{26}$ , ~~or N~~;

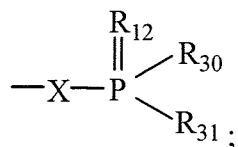
$R_8$  is O, S, or  $NR_{26}$ ;

wherein  $R_{26}$  is H, F or  $C_1$ - $C_4$  alkyl;

$R_{25}$  is CH;

$R_3$  is hydrogen,  $C_1$ - $C_4$  alkyl, ( $C_1$ - $C_4$  alkyl)OH, or ( $C_1$ - $C_4$  alkyl)NH<sub>2</sub>;

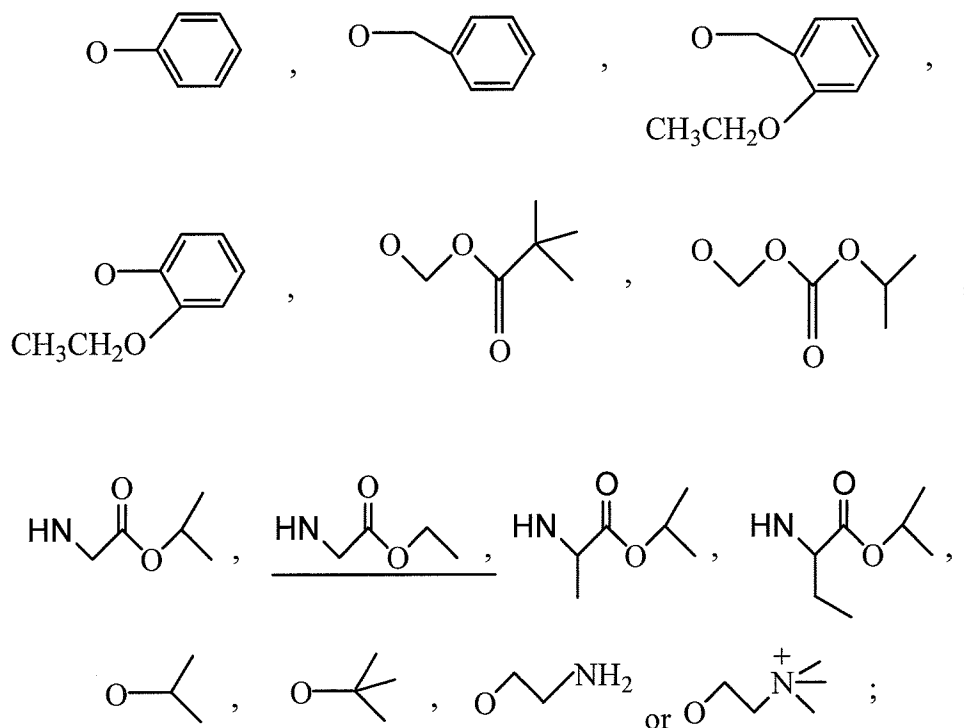
$R_{15}$  is



wherein  $R_{12}$  is O or S;

X is O, S,  $CH_2$ , CHOH, CHF,  $CF_2$ , or  $-\overset{\overset{O}{\parallel}}{C}-$ ;

$R_{30}$  and  $R_{31}$  are each independently  $C_1$ - $C_2$  alkoxy,



$R_{23}$  is H, F, OH,  $C_1$ - $C_4$  alkyl,  $CO_2H$  or  $(C_1$ - $C_4$  alkyl)OH;

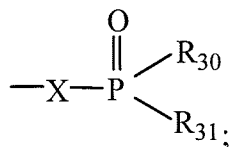
$R_{24}$  is H, F,  $C_1$ - $C_4$  alkyl or  $PO_3H_2$ ; or

$R_{23}$  together with  $R_{24}$  and the carbon to which they are attached form a carbonyl group; and

y and m are integers independently ranging from 0 to 4; or

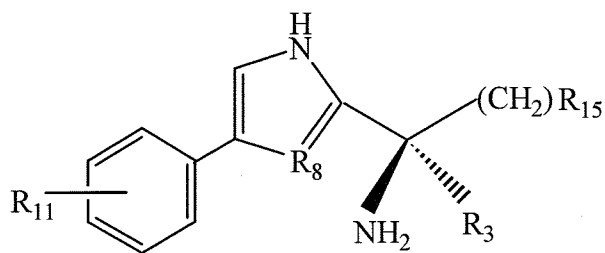
a pharmaceutically acceptable salt or tautomer thereof.

12. (previously presented) The compound of claim 11 wherein
  - m is 0;
  - y is 0 or 1;
  - R<sub>23</sub> and R<sub>24</sub> are independently H or F.
13. (previously presented) The compound of claim 11 wherein R<sub>3</sub> is C<sub>1</sub>-C<sub>3</sub> alkyl or (C<sub>1</sub>-C<sub>4</sub> alkyl)OH; and
  - R<sub>8</sub> is CH.
14. (previously presented) The compound of claim 12 wherein
  - R<sub>11</sub> is C<sub>5</sub>-C<sub>18</sub> alkyl, C<sub>5</sub>-C<sub>18</sub> alkenyl, C<sub>5</sub>-C<sub>18</sub> alkynyl, or C<sub>5</sub>-C<sub>18</sub> alkoxy and
  - R<sub>29</sub> is H, halo or C<sub>1</sub>-C<sub>12</sub> alkyl; or
  - a pharmaceutically acceptable salt or tautomer thereof.
15. (previously presented) The compound of claim 12 wherein
  - y is 0; and
  - R<sub>15</sub> is represented by the structure

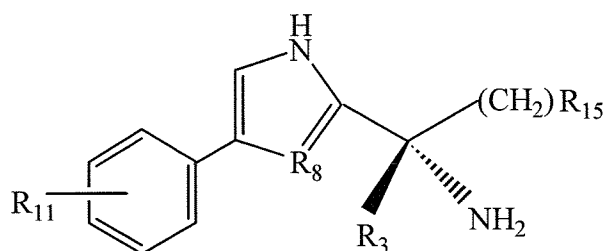


wherein X is CH<sub>2</sub>, CHOH, CHF, CF<sub>2</sub>, or  $\begin{array}{c} \text{O} \\ \parallel \\ -\text{C}- \end{array}$ .

16. (Currently amended) The compound of claim 11 ~~50~~ of the formula:

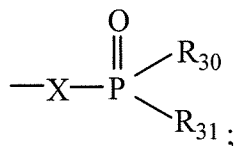


or

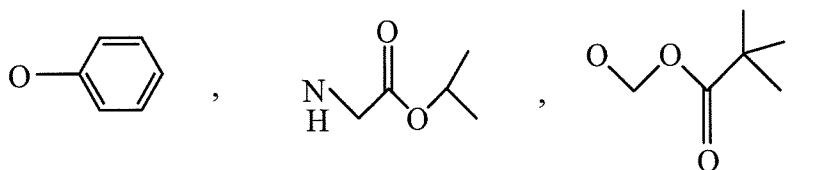


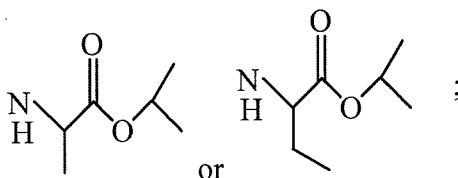
wherein  $R_{11}$  is  $C_5$ - $C_{18}$  alkyl or  $C_5$ - $C_{18}$  alkenyl; and  
 $R_8$  is N, or S;  
 or a pharmaceutically acceptable salt or tautomer thereof.

17. (cancelled)
18. (previously presented) The compound of claim 16 wherein  $R_{11}$  is  $C_5$ - $C_9$  alkyl;  
 $R_{15}$  is



wherein X is O,  $CH_2$  or CHF;  
 $R_{30}$  and  $R_{31}$  are independently

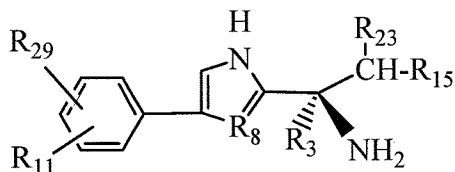




and  $R_3$  is  $\text{CH}_3$ .

19. - 21. (cancelled)

22. (previously presented) The compound of claim 51 of the formula:

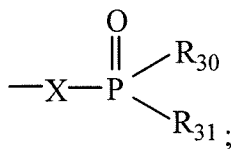


23. (previously presented) The compound of claim 22 wherein  $R_3$  is  $\text{C}_1\text{-C}_4$  alkyl or  $(\text{C}_1\text{-C}_4 \text{ alkyl})\text{OH}$ ;

$R_8$  is O, S, or N;

$R_{23}$  is H or F; and

$R_{15}$  is represented by the structure

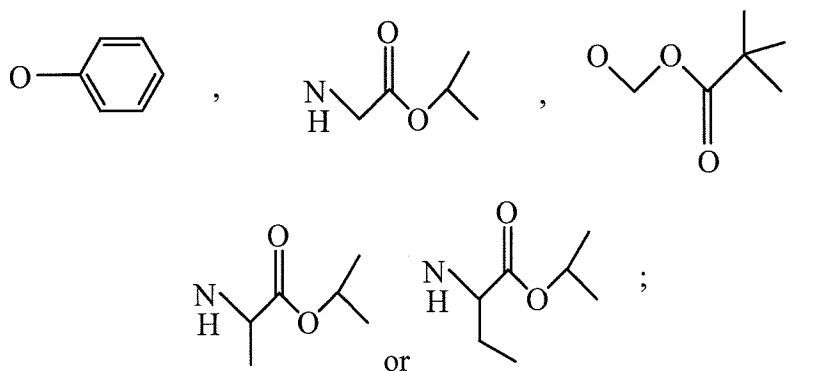


wherein X is O,  $\text{CH}_2$ ,  $\text{CHOH}$ ,  $\text{CHF}$ ,  $\text{CF}_2$  or  $\text{C}(=\text{O})\text{-}$ .

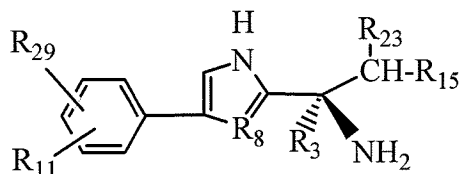
24. (previously presented) The compound of claim 53 wherein X is O.

25. (previously presented) The compound of claim 53 wherein X is  $\text{CH}_2$ ,  $\text{CHF}$  or  $\text{CF}_2$ .

26. (previously presented) The compound of claim 53 wherein  $R_{30}$  and  $R_{31}$  are the same and are



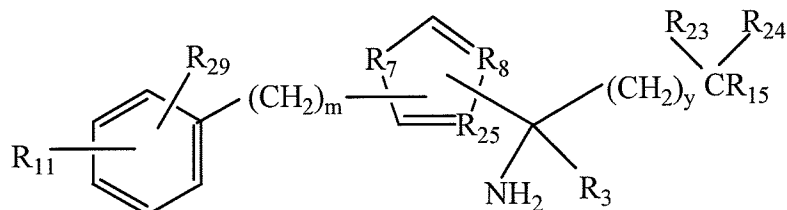
27. (original) The compound of claim 25 wherein  $R_8$  is N.
28. (previously presented) The compound of claim 25 of the formula:



wherein  $R_{11}$  is H, C<sub>5</sub>-C<sub>18</sub> alkyl, C<sub>5</sub>-C<sub>18</sub> alkenyl, C<sub>5</sub>-C<sub>18</sub> alkynyl, or C<sub>5</sub>-C<sub>18</sub> alkoxy;  
 $R_3$  is CH<sub>3</sub>; and  
 $R_{29}$  is H, C<sub>1</sub>-C<sub>4</sub> alkyl.

29. (previously presented) The compound of claim 28 wherein  $R_{11}$  is C<sub>5</sub>-C<sub>18</sub> alkyl, or C<sub>5</sub>-C<sub>18</sub> alkenyl; and  $R_{29}$  H, or C<sub>1</sub>-C<sub>4</sub> alkyl.
30. (previously presented) The compound of claim 28 wherein  $R_{11}$  is C<sub>5</sub>-C<sub>18</sub> alkyl or C<sub>5</sub>-C<sub>18</sub> alkenyl; and  $R_{29}$  is H.

31. (Currently amended) A pharmaceutical composition comprising a compound of the formula:



wherein

$R_{11}$  is  $C_5$ - $C_{18}$  alkyl,  $C_5$ - $C_{18}$  alkenyl,  $C_5$ - $C_{18}$  alkynyl,  $C_5$ - $C_{18}$  alkoxy,  $C_1$ - $C_{10}$  alkyl( $C_5$ - $C_{10}$  aryl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkyl( $C_5$ - $C_{10}$  heteroaryl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkyl( $C_5$ - $C_{10}$  cycloalkyl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkoxy( $C_5$ - $C_{10}$  aryl) $R_{20}$ ,  $C_1$ - $C_{10}$  alkoxy( $C_5$ - $C_{10}$  heteroaryl) $R_{20}$  or  $C_1$ - $C_{10}$  alkoxy( $C_5$ - $C_{10}$  cycloalkyl) $R_{20}$ ;

wherein  $R_{20}$  is H or  $C_1$ - $C_{10}$  alkyl;

$R_{29}$  is H, halo,  $C_1$ - $C_{12}$  alkyl,  $C_2$ - $C_{12}$  alkenyl,  $C_2$ - $C_{12}$  alkynyl, or  $C_1$ - $C_{12}$  alkoxy;

$R_3$  is H,  $C_1$ - $C_6$  alkyl, ( $C_1$ - $C_4$  alkyl)OH, or ( $C_1$ - $C_4$  alkyl) $NH_2$ ;

$R_{23}$  is H, F,  $CO_2H$ , OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkyl, or ( $C_1$ - $C_4$  alkyl)OH, or ( $C_1$ - $C_4$  alkyl) $NH_2$ ;

$R_{24}$  is H, F,  $C_1$ - $C_4$  alkyl or  $PO_3H_2$ ; or

$R_{23}$  together with  $R_{24}$  and the carbon to which they are attached form a carbonyl group;

$R_7$  and  $R_8$  are independently  $O$ ,  $S$ , or  $NR_{26}$ ; or  $N$ ;

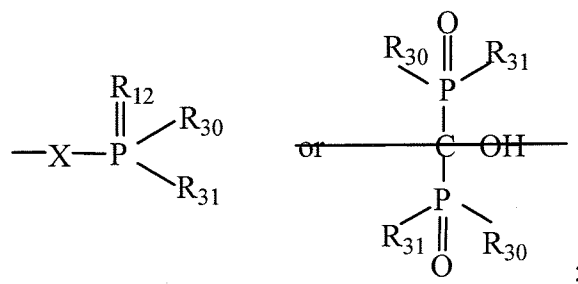
$R_8$  is  $O$ ,  $S$ , or  $NR_{26}$ ;

wherein  $R_{26}$  is H, F or  $C_1$ - $C_4$  alkyl;

$R_{25}$  is  $CH$  or  $CR_{26}$ ;

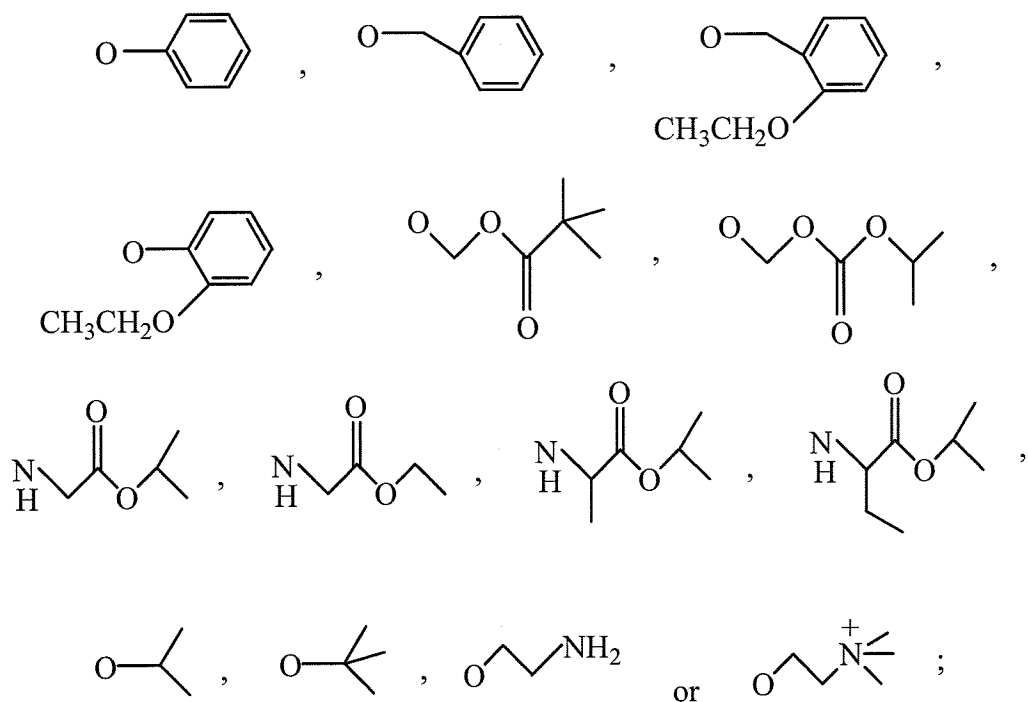
wherein  $R_{26}$  is H, F or  $C_1$ - $C_4$  alkyl;

$R_{15}$  is



wherein  $\text{R}_{12}$  is O, NH or S;

$\text{X}$  is O, NH, S,  $\text{CH}_2$ ,  $\text{CHOH}$ ,  $\text{CHF}$ ,  $\text{CF}_2$ , or  $-\overset{\text{O}}{\parallel}{\text{C}}-$ ; and  
 each  $\text{R}_{30}$  is independently and each  $\text{R}_{31}$  is independently  $\text{C}_1$ - $\text{C}_2$  alkoxy,



$y$  and  $m$  are integers independently ranging from 0 to 4;

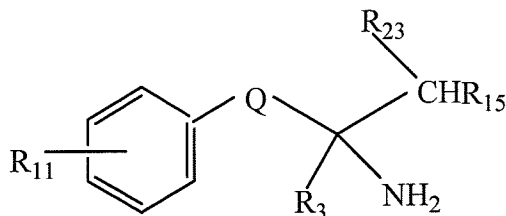
$p$  and  $q$  are integers independently ranging from 1 to 10; or

a pharmaceutically acceptable salt or tautomer thereof;

and a pharmaceutically acceptable carrier.



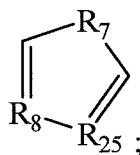
32. (currently amended) The composition of claim 31 comprising a compound of the formula:



wherein  $R_{11}$  is  $C_5$ - $C_{18}$  alkyl,  $C_5$ - $C_{18}$  alkenyl,  $C_5$ - $C_{18}$  alkynyl, or  $C_5$ - $C_{18}$  alkoxy;

wherein p and q are integers independently ranging from 1 to 10;

Q is



wherein  $R_7$  and  $R_8$  are independently is O, S, or  $NR_{26}$ , or N;

$R_8$  is O, S, or  $NR_{26}$ ;

wherein  $R_{26}$  is H, F or  $C_1$ - $C_4$  alkyl;

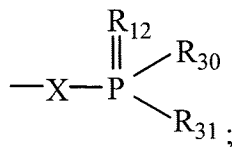
$R_{25}$  is CH  ~~$CR_{26}$~~ ; and

~~$R_{26}$  is H, F or  $C_1$ - $C_4$  alkyl;~~

$R_3$  is H,  $C_1$ - $C_4$  alkyl or  $(C_1$ - $C_4$  alkyl)OH;

$R_{23}$  is H, F or  $C_1$ - $C_4$  alkyl; and

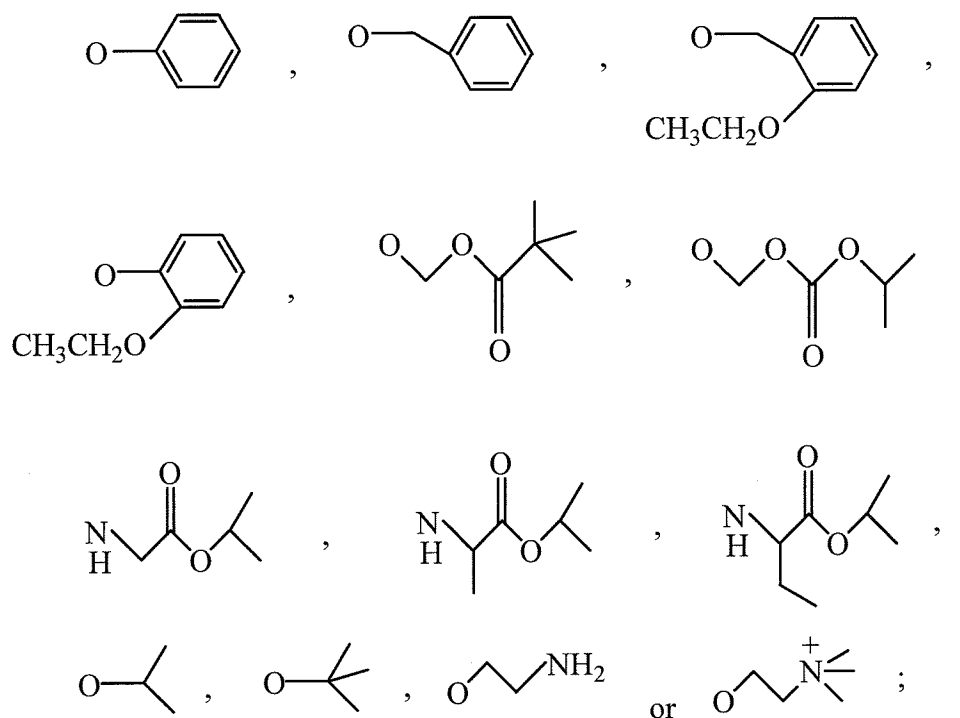
$R_{15}$  is represented by the structure



wherein  $R_{12}$  is O or S;

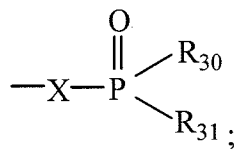
X is O, S,  $CH_2$ , CHOH, CHF,  $CF_2$ , or  $\overset{\text{O}}{\parallel}{-C-}$ ;

$R_{30}$  and  $R_{31}$  are independently  $C_1$ - $C_2$  alkoxy,



or a pharmaceutically acceptable salt or tautomer thereof; and  
 a pharmaceutically acceptable carrier.

33. (previously presented) The composition of claim 32 wherein  $R_{23}$  is H or F; and  $R_{15}$  is



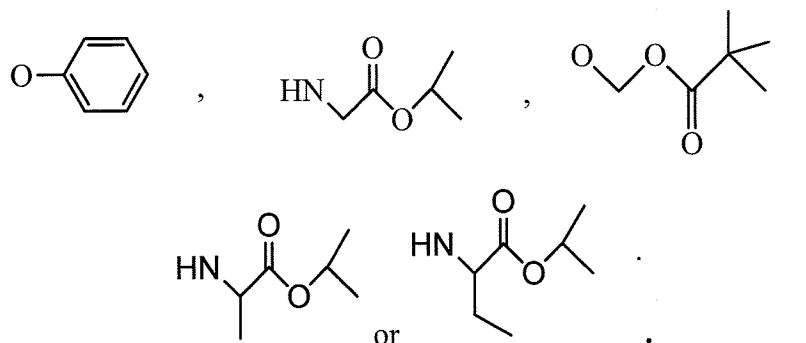
wherein X is O,  $\text{CH}_2$ ,  $\text{CHOH}$ ,  $\text{CHF}$ ,  $\text{CF}_2$ , or  $-\overset{\overset{\text{O}}{\parallel}}{\text{C}}-$ .

34. (cancelled).

35. (previously presented) The composition of claim 54 wherein

X is  $\text{CH}_2$ ,  $\text{CF}_2$  or  $\text{CHF}$ ; and

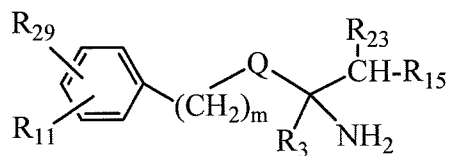
$R_{30}$  and  $R_{31}$  are independently  $\text{C}_1$ - $\text{C}_2$  alkoxy,



36. - 49. (cancelled)

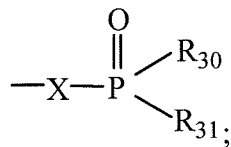
50. (cancelled)

51. (Currently amended) The compound of claim 11 50 of the formula



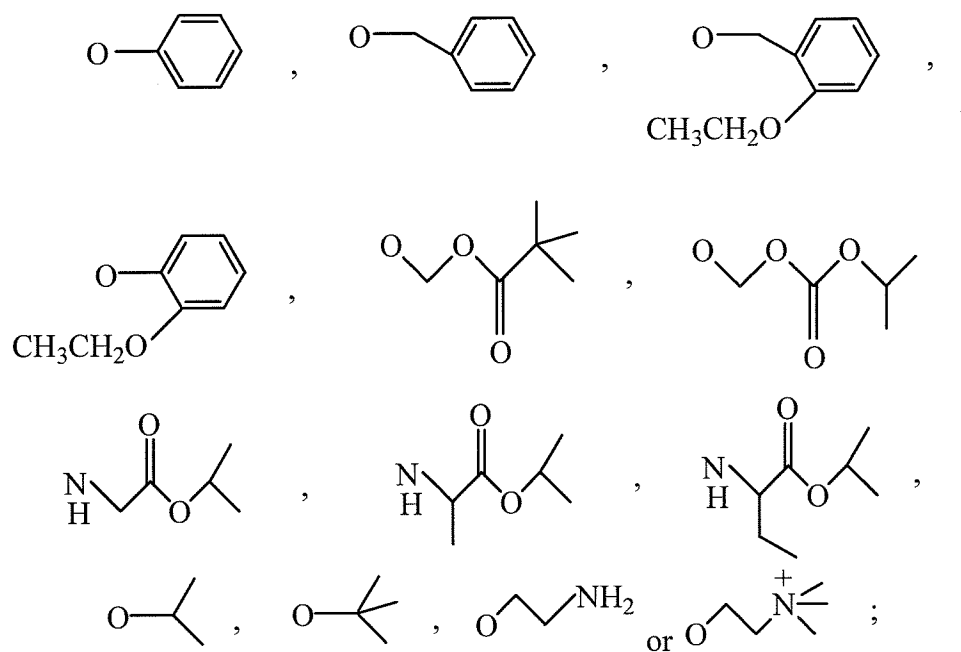
wherein  $R_{11}$  is  $C_5$ - $C_{18}$  alkyl,  $C_5$ - $C_{18}$  alkenyl,  $C_5$ - $C_{18}$  alkynyl, or  $C_5$ - $C_{18}$  alkoxy;

$R_{15}$  is



wherein X is O,  $CH_2$ , CHOH, CHF,  $CF_2$ , or  $-\overset{\overset{O}{\parallel}}{C}-$ ;

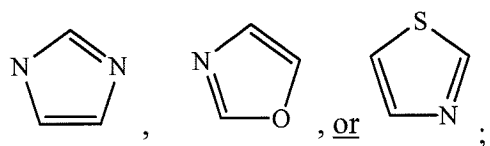
$R_{30}$  and  $R_{31}$  are independently  $C_1$ - $C_2$  alkoxy,



wherein p and q are integers independently ranging from 1 to 10;

R<sub>29</sub> is H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl or C<sub>2</sub>-C<sub>10</sub> alkynyl;

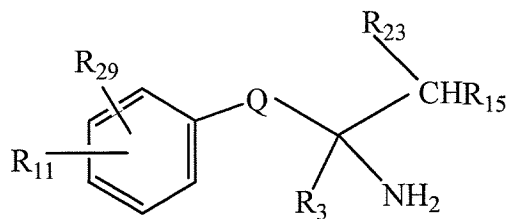
Q is



m is 0; and

R<sub>23</sub> is H or F.

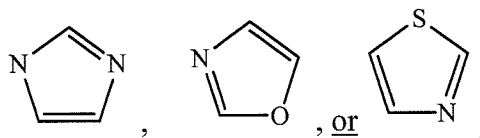
52. (previously presented) The compound of claim 51 of the formula:



$R_{12}$  is O; and X is O,  $CH_2$ ,  $CHOH$ ,  $CHF$ ,  $CF_2$ , and  $\overset{\text{O}}{\parallel}{-C-}$ .

53. (previously presented) The compound of claim 23 wherein X is O,  $CH_2$ ,  $CHF$  or  $CF_2$ .

54. (previously presented) The composition of claim 33 wherein Q is



55. (previously presented) The composition of claim 35 wherein Q is

